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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 21288-A FILED
MAR 29 '02 3-13 PM
TS
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

March 29, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release, dated March 29, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Net Lease Agreement which was previously filed with the Board under Recordation Number 21288.

The names and addresses of the parties to the enclosed document are:

Lessor: National City Leasing Corporation
101 South Fifth Street
8th Floor
Louisville, Kentucky 40202

Lessee: Entergy Gulf States Inc.
639 Loyola Avenue
L-ENT-26C
New Orleans, Louisiana 70113

Mr. Vernon A. Williams
March 29, 2002
Page 2

A description of the railroad equipment covered by the enclosed document
is:

Four hundred and eighty (480) aluminum rotary dump high gondola
railcars: EGSX 950001 - EGSX 950480 inclusive.

A short summary of the document to appear in the index is:

Termination and Release (complete).

Also enclosed is a check in the amount of \$28.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

TERMINATION AND RELEASE

RECORDATION NO. 21288-A FILED
MAR 29 02 3-13 PM
SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated March 29, 2002 (the "*Termination Agreement*") is made between National City Leasing Corporation (hereinafter "*Nat City*") and Entergy Gulf States, Inc. (hereinafter "*EGS*").

W I T N E S S E T H :

WHEREAS, Nat City and EGS entered into that certain Net Lease Agreement, dated as of March 12, 1998 (as amended, modified or supplemented from time to time, the "*Lease*"), pursuant to which EGS leased from Nat City certain rail equipment described in Annex A hereto (collectively, the "*Units*");

WHEREAS, Nat City and EGS entered into that certain Memorandum of Net Lease Agreement ("*Memorandum*") dated as of March 12, 1998, that was recorded with the Surface Transportation Board on March 20, 1998 at 11:02 a.m. under recordation number 21288;

NOW, THEREFORE, Nat City and EGS agree as follows:

Section 1. Termination and Release of the Lease, Memorandum and the Units. Nat City hereby releases and terminates all of its right, title and interest in and to the Lease, the Memorandum and the Units.

Section 2. Further Assurances. Each party hereby agrees to execute and deliver such additional instruments, notices, or releases as either party may reasonably request to effectuate the foregoing provisions of this Termination Agreement.

Section 3. Representations and Warranties. Each party represents and warrants that this Termination Agreement constitutes a legal and valid obligation enforceable against each such party in accordance with its terms, and each party has full authority to enter this Termination Agreement.

Section 4. Separate Counterparts. This Termination Agreement may be executed in any number of counterparts and by the different parties hereto on separate counterparts (or upon separate signature pages bound together into one or more counterparts), each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[signature pages follow on next page]

IN WITNESS WHEREOF, the undersigned have caused this Termination Agreement to be duly executed by their duly authorized representative as of the day and year first above written.

ENTERGY GULF STATES, INC.,

By: Nathan E. Langston
Name: Nathan E. Langston
Title: Senior Vice President and Chief
Accounting Officer

NATIONAL CITY LEASING CORPORATION

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have caused this Termination Agreement to be duly executed by their duly authorized representative as of the day and year first above written.

ENTERGY GULF STATES, INC.,

By: _____
Name:
Title:

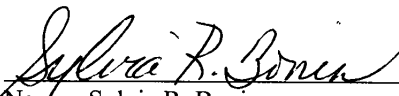
NATIONAL CITY LEASING CORPORATION

By: Thomas Hayford
Name:
Title:

STATE OF LOUISIANA)
 : ss.:
PARISH OF ORLEANS)

On this, the 29th day of March, 2002, before me, a Notary Public, personally appeared Nathan E. Langston, who being by me duly sworn, say that he is the Senior Vice President and Chief Accounting Officer of ENTERGY GULF STATES, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Sylvia R. Bonin
Notary Public
My Commission expires: at death

STATE OF _____)
: ss.:
COUNTY OF _____)

On this, the 27th day of March, 2002, before me, a Notary Public, personally appeared
Thomas Harford, who being by me duly sworn, say that they are the
Vice President of NATIONAL CITY LEASING CORPORATION, that said
instrument was signed on behalf of said corporation by authority of its Board of Directors, and
they acknowledge that the execution of the foregoing instrument was the free act and deed of
said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date
above mentioned.

Regina J. Miller
Name
Notary Public
My Commission expires:

Notary Public, State at Large, KY
My Commission Expires Jan. 29, 2004

Annex A to
Termination and Release

EQUIPMENT DESCRIPTION

Aluminum rotary dump high gondola railcars	EGSX950001 through EGSX 950480
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